



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

LPA-73.77
(07/05)

AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP

This form can be used only by limited partnerships formed under the laws of Virginia prior to January 1, 1987.

This certificate is presented for filing pursuant to § 50-73.77 C and D of the Code of Virginia.

1. The name of the limited partnership prior to January 1, 1987:

2. The name of each county or independent city in which the limited partnership's original certificate and any amendments thereto were last filed is _____.

3. The name adopted by the limited partnership to meet the requirements of § 50-73.2 of the Code of Virginia is _____.

(see instructions for name requirements)

4. The post office address, including the street and number, if any, of the specified office where the records shall be maintained pursuant to § 50-73.8 of the Code of Virginia is _____.

(number/street)

(city or town)

(state)

(zip)

5. A. The initial registered agent's name is _____.

B. The registered agent is (mark appropriate box):

(1) an **INDIVIDUAL** who is a resident of Virginia and

- ☐ a general partner of the limited partnership.
☐ an officer or director of a corporation that is a general partner of the limited partnership.
☐ a general partner of a general partner of the limited partnership.
☐ a member or manager of a limited liability company that is a general partner of the limited partnership.
☐ a trustee of a trust that is a general partner of the limited partnership.
☐ a member of the Virginia State Bar.

OR

(2) ☐ a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in Virginia.

6. The registered agent's business office address, including the street and number, if any, is _____.

(number/street)

(city or town)

VA

(zip)

which is located in the ☐ county or ☐ city of _____.

7. The name, post office address, including the street and number, if any, and SCC ID # (if assigned) of each general partner is:

(name and SCC ID #, if assigned)

(jurisdiction of formation (optional))

(number/street)

(city or town)

(state)

(zip)

(name and SCC ID #, if assigned)

(jurisdiction of formation (optional))

(number/street)

(city or town)

(state)

(zip)

Check and complete if applicable:

☐ The following general partners are serving, without more, as a general partner of the limited partnership and do not otherwise transact business in Virginia. See §§ 13.1-757, 13.1-1059 and/or 50-73.61 of the Code of Virginia.

8. The latest date upon which the limited partnership is to be dissolved and its affairs wound up is _____.

9. Signature(s) of **all** general partner(s):

(signature)

(date)

(printed name and title)

(telephone number (optional))

(signature)

(date)

(printed name and title)

(telephone number (optional))

INSTRUCTIONS ON THE REVERSE

INSTRUCTIONS

The certificate must be in the English language, typewritten or printed in black, legible and reproducible. See § 50-73.17 of the Code of Virginia. The document must be presented on uniformly white, opaque paper, free of visible watermarks and background logos.

A separate sheet may be attached to provide for additional general partner listings and signatures.

You can download this form from our website at www.scc.virginia.gov/division/clk/fee_bus.htm.

The name of the limited partnership must contain the words "Limited Partnership" or "a Limited Partnership," the abbreviation "L.P." or "LP;" provided, however, that if the limited partnership is also applying for registered limited liability partnership status pursuant to § 50-73.132 of the Code of Virginia, the name must include either (1) (a) the words "limited partnership" or "a limited partnership," the abbreviation "L.P." or "LP" and (b) the words "Registered Limited Liability Partnership" or "Limited Liability Partnership," the abbreviation "R.L.L.P." or "L.L.P." or the designation "RLLP" or "LLP," **or** (2) the words "Registered Limited Liability Limited Partnership" or "Limited Liability Limited Partnership," the abbreviation "R.L.L.L.P." or "L.L.L.P." or the designation "RLLLP" or "LLLLP." See § 50-73.2 of the Code of Virginia.

The limited partnership's name must be distinguishable upon the records of the Commission. See § 50-73.2 of the Code of Virginia. To check the availability of a limited partnership name, please contact the Clerk's Office Call Center at (804) 371-9733 or toll-free in Virginia at (866) 722-2551.

The specified office is the location at which a current list of the full name and last known address of each general partner of the limited partnership is kept, as well as the other limited partnership information and records specified in § 50-73.8 of the Code of Virginia. See § 50-73.4 of the Code of Virginia.

The registered agent's business office address must include a street and number, if any. A rural route and box number may only be used if no street address is associated with the location of the registered agent's business office. A post office box is only acceptable for towns/cities that have a population of 2,000 or less if no street address or rural route and box number is associated with the location of the registered agent's business office. Set forth the name of the county or independent city in which the registered office is physically located. Counties and independent cities in Virginia are separate local jurisdictions.

A registered limited liability partnership may not serve as its own registered agent.

This certificate must be signed by **all** of the general partners. Any person may sign a certificate by an attorney-in-fact. Each person executing a document must set forth his printed name next to or beneath his signature. A person signing on behalf of a general partner that is a business entity should set forth the business entity's name, his or her printed name, and the capacity in which he or she is signing on behalf of the business entity. **As provided in § 50-73.15 C of the Code of Virginia, the execution of this certificate by a general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.**

In addition to the original amended and restated certificate of limited partnership, submit one photocopy for each circuit court where the certificate of limited partnership was originally filed.

Submit the original, signed certificate **and** the copies to the Clerk of the State Corporation Commission, P.O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 East Main Street, Tyler Building, 1st Floor, Richmond, Virginia 23219), along with a check for the filing fee in the amount of **\$100.00**, payable to the State Corporation Commission. **PLEASE DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.